

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MICHIGAN)
COUNTY OF GENESEE) ss
)

William Reising, being duly sworn, deposes and says:

1. I am a partner of Plunkett & Cooney, P.C. ("P&C") which firm maintains offices at Flint, Michigan.
2. Neither I, P&C, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. P&C has represented and advised the Debtors in Michigan with respect to a range of aspects of the Debtors' businesses.
4. The Debtors have requested, and P&C has agreed to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and P&C proposes, to render the following services to the Debtors: the continued representation of the Debtor in civil litigation pending in Genesee County, Michigan, as against Energy Conversion Systems seeking to enforce contractual obligations in favor of the Debtor with respect to certain component parts that Energy Conversion Systems had purposely agreed to supply to the Debtor for a stated price.
5. P&C's current fee arrangement is \$225.00 per hour.
6. Except as set forth herein, no promises have been received by P&C or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of

Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. P&C has no agreement with any entity to share with such entity any compensation received by P&C.

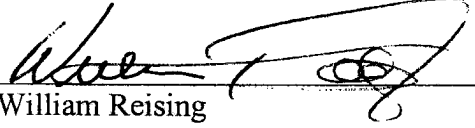
8. P&C and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. P&C does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates. However, P&C does represent, after written consent by Delphi, Denso International America, Inc. and its affiliates and E&R Industrial Sales.

9. Neither I, P&C, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which P&C is to be engaged.

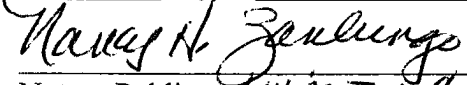
10. The foregoing constitutes the statement of P&C pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

Plunkett & Cooney, P.C.

By: 
William Reising
Plaza One Financial Center, Suite 1B
111 East Court Street
Flint, MI 48502
(810) 232-5100

Subscribed and sworn before me
this 28th day of December, 2005


Nancy H. Zanlungo
Notary Public LIVINGSTON COUNTY, MI
(Acting in Genesee County)
Blmfield.P0188.P0188.707808-1

NANCY H. ZANLUNGO
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV 12, 2008

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

PROOF OF SERVICE

STATE OF MICHIGAN)
)ss
COUNTY OF OAKLAND)

Nancy Winagar, an employee of Plunkett & Cooney, P.C. hereby states that on January 6, 2006 a copy of AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL was served upon the following parties by depositing said copies in the U.S. Mail postage prepaid:

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, MI 48098

John Wm Butler, Jr., Esq.
Skadden, Arps, Slate, Meagher &
Flom
333 W. Wacker Drive
Suite 2100
Chicago, IL 60606

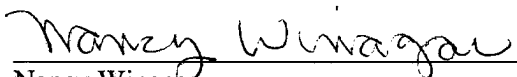
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33 Whitehall Street
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Marissa Wesley, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

Marlane Melican, Esq.
Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017

I declare under penalty of perjury that the statement above is true to the best of my information, knowledge and belief.


Nancy Winagar
Plunkett & Cooney, P.C.
38505 Woodward Ave – Suite 2000
Bloomfield Hills, MI 48304